



# D & H INDIA LIMITED

CIN : L28900MH1985PLC035822

D&H/BSE/2022-23

30<sup>th</sup> September, 2022

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To  
The General Manager  
DSC-CRD  
Bombay Stock Exchange  
Phiroze Jeejebhoy Towers,  
Dalal Street,  
Mumbai-400001 (M.H.)

**BSE Scrip Id: DHINDIA BSE CODE: 517514**

**Subject: Submission of proceedings of the 37<sup>th</sup> Annual General Meeting held on Friday, 30<sup>th</sup> September, 2022 pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015.**


Dear Sir/Ma'am,

Pursuant to the Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015 we are pleased to submit the proceedings of the 37<sup>th</sup> Annual General Meeting (AGM) of D & H India Limited duly held on Friday, 30<sup>th</sup> September, 2022 at 1:00 P.M. (IST) and concluded at 1:15 P.M. (IST) through Video Conferencing or Other Audio Video Means (VC/OAVM) for which the registered office of the company situated at A-204, 2<sup>nd</sup> floor Kailash Esplanade, opposite Shreyas Cinema, L.B.S. Marg Ghatkopar West, Mumbai (M.H.)-400086 shall be deemed as the venue for the Meeting.

Please note that the results of e-voting will be intimated to you separately upon receipt of Report from the Scrutinizer within 2 (Two) working days from the conclusion of the Annual General Meeting.

You are requested to please take on record the above said document for your reference and further need.

Thanking You,  
Yours Faithfully,  
For, D & H INDIA LIMITED

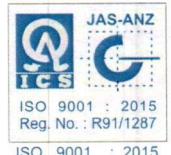
  
RAJESH SEN  
COMPANY SECRETARY &  
COMPLIANCE OFFICER

Encl.: a/a



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**Regd. Off. :** A-204, Kailash Esplanade, Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar (W) MUMBAI - 400 086 (MH) INDIA **Telephone :** +91 22 25006441 **Website:** www.dnhindia.com



**PROCEEDING OF THE 37<sup>TH</sup> ANNUAL GENERAL MEETING OF D & H INDIA LIMITED HELD ON FRIDAY THE 30<sup>TH</sup> SEPTEMBER 2022, THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") AT 1:00 P.M. AND CONCLUDED AT 1:15 P.M. FOR WHICH PURPOSES THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-204, 2<sup>ND</sup> FLOOR KAILASH ESPLANADE, OPPOSITE SHREYAS CINEMA, L.B.S. MARG GHATKOPAR WEST, MUMBAI (M.H.) 400086 SHALL BE DEEMED AS THE VENUE FOR THE ANNUAL GENERAL MEETING.**

The 37<sup>th</sup> Annual General Meeting of D & H India Limited was held on Friday, 30<sup>th</sup> September, 2022 at 1:00 P.M. (IST) and concluded at 1:15 P.M. (IST) through Video Conferencing ("VC"/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and various circulars issued by the Ministry of Corporate Affairs and the SEBI.

**PRESENCE IN THE MEETING THROUGH VC/OAVM:**

**I. DIRECTORS:**

- |                                  |   |
|----------------------------------|---|
| 1. Mr. Sunil Kathariya           | : Chairman of the Board- Independent Director |
| 2. Mr. Harsh Vora                | : Managing Director                           |
| 3. Mr. Saurabh Vora              | : Whole-time Director                         |
| 4. Mrs. Atithi Vora              | : Women Non-Executive Director                |
| 5. Mr. Sushil Ratanlal Rawka     | : Non-Executive Director                      |
| 6. Mr. Eshanya Biharielall Gupta | : Independent Director                        |
| 7. Mr. Balraj Kishore Namdeo     | : Independent Director                        |
| 8. Ms. Suhani Vora               | : Women Non- Executive Director               |

**II. OFFICERS IN PRESENCE:**

- |                         |                           |
|-------------------------|---------------------------|
| 1. Mr. Rajesh Songirkar | : Chief Financial Officer |
| 2. CS Rajesh Sen        | : CS & Compliance Officer |

**III. SPECIAL INVITEES**

- |                       |   |
|-----------------------|---|
| 1. CS (Dr.) D.K. Jain | : Secretarial Auditor & Scrutinizer For Remote E-Voting and E-voting at AGM |
|-----------------------|---|

The Company Secretary informed that as on the Cut off date i.e. 23<sup>rd</sup> September, 2022, as per records provided by the Registrar and Share Transfer Agent there were was 4262 (Four Thousand Two Hundred Sixty Two) Members in the company and there is minimum requirement to have 15 (Fifteen) members to be present, to form Quorum for the meeting. However, more than 15 (Fifteen) members attended the meeting through VC/OAVM as per information provided by CDSL, the e-voting agency provided platform for AGM which is more than the requirement of minimum quorum.

**PROCEEDING OF THE MEETING:**

As per Article of the Article of Association of the Company, Mr. Sunil Kathariya, Chairman of the board occupied the Chair for the Meeting. The requisite quorum being present, the Chairman called the meeting in order.

The Chairman informed the Members that the meeting is being held through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) in accordance with the circulars and guidelines issued by MCA and SEBI. He introduced the members of the Board and other officials present at the meeting.



*Rajesh Sen*

The Company Secretary informed that the Company has enabled the Members to participate at the 37<sup>th</sup> AGM through the Video Conferencing/ Other Audio-Visual Means (VC/OAVM) facility provided by CDSL. It was further informed that the Members have been provided with the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Members joining the meeting through Video Conferencing/Other Audio-Visual Means (VC/OAVM), who have not casted their vote by means of remote e-voting, may vote through e-voting facility provided at the AGM.

The Company Secretary took a roll call of the Directors and introduced other invites.

The Chairman delivered his speech to the members at the AGM.

Company Secretary informed the members that, electronic copies of the Notice enclosed with the Annual Report for the Financial Year 2021-22 have been sent to all the members who's Email-Id's were registered with the Company or Depository Participant(s). The Notice of this Annual General Meeting is given from Page No. 3 to 20 of 37<sup>th</sup> Annual Report.

The Auditors Report on the Standalone Financial Statements of the Company is given by the Statutory Auditors M/s Devpura Navlakha & Co., Chartered Accountants, (F.R.No.121975W) Mumbai. We are pleased to announce that Auditors Report does not contain any qualification or negative remarks.

The Secretarial Audit Report for Financial Year 2021-22 is given by M/s D.K. Jain & Co., Company Secretaries, (F.R.No. I1995MP067500) Indore and the same is given in Annual Report.

It was also informed that the documents including the Register of Director's Shareholding, Register of Contracts, Copies of Audited Financial Statements, etc., were available for inspection. However, the Company has not received any request from any shareholder for inspection.

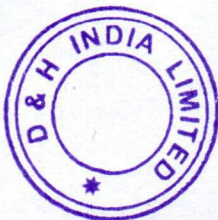
The Company Secretary informed to the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 Read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided the remote e-voting facility through the platform of CDSL to the members of the Company to vote on the resolutions in respect of the business to be transacted at the AGM. The facility to cast e-vote as also made available during the AGM.

The Company Secretary informed that as per provisions of Companies Act, 2013 and SEBI (LODR), Regulations, 2015 the company has provided to members the facility to casts their vote through Remote E-voting. The electronic voting was commenced on 9:00 A.M. of 27<sup>th</sup> September, 2022 had already been completed at 5.00 P.M. on 29<sup>th</sup> September, 2022 and e-voting was also conducted in the general meeting.

The Chairman further informed that the Company has appointed CS (Dr.) D.K. Jain, Practicing Company Secretary (M.No. 3565, C.P. No. 2382) as scrutinizer to scrutinize the remote e-voting prior and during the AGM in a fair and transparent manner.

The Chairman of the Audit Committee Shri Eshanya B Gupta was available to respond to the queries relating to Books of Accounts and Director's Remuneration etc.

The Company Secretary informed the members with respect to the business to be transacted at the meeting. As per notice dated 3<sup>rd</sup> September, 2022 convening the 37<sup>th</sup> Annual General Meeting of the Company, the following businesses were transacted at the Meeting.



*Reejish J*

**ORDINARY BUSINESS:**

1. Adoption of the Standalone and Consolidated Audited Financial Statements of the Company containing the Audited Balance Sheet as at 31<sup>st</sup> March, 2022 and the Statement of Profit & Loss, Cash Flow along with statement of changes in equity for the year ended 31<sup>st</sup> March, 2022 and Reports of the Board's and Auditors thereon as on that date by way of Ordinary Resolution.
2. Appointment of a director in place of Mr. Saurabh Vora (DIN: 02750484), Whole-Time Director of the company who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment by way of an Ordinary Resolution.

**SPECIAL BUSINESS:**

3. Approval for the issuance of warrants convertible into equity shares on preferential basis to promoter of the company.

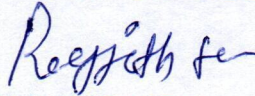
The Company Secretary further informed that, the conditions set out in the Notice of Annual General Meeting, informing all the members stating the requirement to register themselves as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration and the company has received request from (1) one member for seeking opportunity to speak at AGM. However, the said member was not present during the meeting.

Thereafter the CS informed to all the members of the Company that the results of the E-Voting conducted prior and during the AGM along with the report of the scrutinizer will be announced within 2 (Two) working days from the conclusion of the AGM and the results of the e-voting shall be declared by the Chairman upon receipt of the Scrutinizers Report and the same shall be placed at website of the Company at [www.dnhindia.com](http://www.dnhindia.com), CDSL at <https://www.evotingindia.com> and BSE website.

The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company as soon as possible after the Meeting is over.

Thereafter being no other business, the meeting declared as concluded by the Chairman Mr. Sunil Kathariya at 1:15 P.M. on 30<sup>th</sup> September, 2022, with a vote of thanks to the Chair given by Rajesh Sen, Company Secretary & Compliance Officer of the Company.

For, D & H INDIA LIMITED

  
CS RAJESH SEN  
COMPANY SECRETARY &  
COMPLIANCE OFFICER

